

DEC 3 1992 -3 05 PM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

Trinity Industries, Inc. ("Seller"), in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration paid by Delta Tank Line Co. ("Buyer"), under that certain Purchase Agreement dated November 3, 1992 (the "Purchase Agreement"), the receipt of which is hereby acknowledged, hereby grants, bargains, sells, transfers, and sets over unto Buyer, its successors and assigns at the time of delivery thereof and by this Bill of Sale does hereby confirm the granting, bargaining, selling and transferring and setting over to Buyer at such time the railroad equipment described below (the "Equipment") is delivered, WITHOUT ANY WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE AND WITHOUT ANY OTHER REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, EXCEPT AS EXPRESSLY SET FORTH IN THE PURCHASE AGREEMENT:

Fourteen (14) 23,589 gallon tank cars, car numbers DTLX 2459 through DTLX 2472.

To have and to hold all and singular the Equipment to Buyer, its successors and assigns, for its and their own use and behalf forever.

Seller hereby warrants to Buyer, and their successors and assigns, that at the time of delivery of the Equipment under the Purchase Agreement, Seller had legal title thereto and good and lawful right to sell such Equipment, and that title to such Equipment was free from all claims, liens, security interests, and other encumbrances of any nature, and Seller covenants that it will defend title to the Equipment against all the demands of all persons whomsoever based on claims originating prior to the delivery of such Equipment by Seller to Buyer.

IN WITNESS WHEREOF, Seller has caused this instrument to be executed in its name by a duly authorized officer and duly attested, this 13th day of November, 1992.

SELLER:

TRINITY INDUSTRIES, INC.

By: Richard H. Brown
Vice President

ATTEST:

By:

Neil D. Shoop
Assistant Secretary

SUBSCRIBED AND SWORN TO this 23 day of November, 1991.

Richard A. Fogel
Notary Public in and for the
State of Texas

My Commission Expires:

Printed/Typed Name of Notary

